

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent		12/19/2007	National Banking Association:

RECEIVING PARTY DATA

Name:	Houghton Technical Corp.
Street Address:	300 Delaware Avenue
Internal Address:	Suite 316
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801-1607
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	2923996	HOUGHTO-TREND
Registration Number:	2774061	QUENCHCARE
Registration Number:	2237142	FLUIDCARE
Registration Number:	2158959	TANDEMOL
Registration Number:	2068149	DIE KOTE
Registration Number:	1085200	HYDRA-CUT
Registration Number:	0998375	H HOUGHTON
Registration Number:	0931209	AQUA-QUENCH
Registration Number:	0911722	HI-TEMP
Registration Number:	0836180	LANOLUBRIC
Registration Number:	0776873	CINDOL
Registration Number:	0727626	HOUGHTO SAFE 620
Registration Number:	0711329	CERFA-KLEEN

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Registration Number:	0704471	HOUGHTO-SAFE
Registration Number:	0653660	TANDEMOL
Registration Number:	0524927	HYDRO-DRIVE
Registration Number:	0515719	MAR-TEMP
Registration Number:	0515021	HOUGHTO-QUENCH
Registration Number:	0503907	MAR TEMP
Registration Number:	0503431	HOUGHTO-BLACK
Registration Number:	0398265	COSMOLINE
Registration Number:	0354220	CUT-MAX
Registration Number:	0302902	STA-PUT
Registration Number:	0256724	HOUGHTOGRIND
Registration Number:	0256723	HOUGHTODRAW
Registration Number:	0256604	HOCUT
Registration Number:	0227927	VITAL
Registration Number:	0222255	HOUGHTO-CLEAN
Registration Number:	0183195	HOUGHTON'S LIQUID HEAT
Registration Number:	0183194	HOUGHTON'S DRAW TEMP
Registration Number:	0146255	HYDROLUBRIC
Registration Number:	0146254	COSMOLUBRIC
Registration Number:	0132171	RUST VETO
Registration Number:	0124386	THE HOUGHTON LINE
Registration Number:	0108250	SOLCUT

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7976
Email: ksolomon@stblaw.com
Correspondent Name: Mindy M. Lok, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1170
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/m/

Date:

12/27/2007

Total Attachments: 5

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of December 19, 2007 from JPMorgan Chase Bank, N.A., a national banking association, as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders") to Houghton Technical Corp., a Delaware corporation ("Obligor").

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of December 15, 2005, made by the Grantors (as defined therein) in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights, dated as of December 15, 2005, among the Agent and the Obligor, (the "Security Agreement"), the Obligor, by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on January 13, 2006 at Reel 003227 and Frame 0383; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

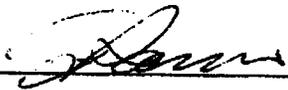
1. **Definitions.** The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

2. **Release of Security Interest.** The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. **Further Assurances.** The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A.
as Administrative Agent

By:  _____

Name: Jules Panno
Vice President

Title:

STATE OF New York)
COUNTY OF New York)

ss.:

On this ___ day of December, 2007, before me personally appeared Jules Panno to me known who, being by me duly sworn, did depose and say that he/she is Vice President of JPMorgan Chase Bank, N.A. described, herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by JPMorgan Chase Bank, N.A.

Renee M. Vargas
Notary Public
RENEE M. VARGAS
NOTARY PUBLIC, STATE OF NEW YORK
No. 01VA6080128
QUALIFIED IN KINGS COUNTY
MY COMMISSION EXPIRES SEPT 3, 2010

(Affix Seal Below)

SCHEDULE A**U.S. TRADEMARK REGISTRATIONS**

Mark	Registration Number
HOUGHTO-TREND	2,923,996
QUENCHCARE	2,774,061
FLUIDCARE	2,237,142
TANDEMOL	2,158,959
DIE KOTE	2,068,149
HYDRA-CUT	1,085,200
H HOUGHTON and Design	998,375
AQUA-QUENCH	931,209
HI-TEMP	911,722
LANOLUBRIC	836,180
CINDOL and Design	776,873
HOUGHTO SAFE 620 and Design	727,626
CERFA-KLEEN and Design	711,329
HOUGHTO-SAFE and Design	704,471
TANDEMOL and Design	653,660
HYDRO-DRIVE and Design	524,927
MAR-TEMP and Design	515,719
HOUGHTO-QUENCH and Design	515,021
MAR TEMP and Design	503,907
HOUGHTO-BLACK and Design	503,431
COSMOLINE and Design	398,265

CUT-MAX and Design	354,220
STA-PUT and Design	302,902
HOUGHTOGRIND and Design	256,724
HOUGHTODRAW and Design	256,723
HOCUT and Design	256,604
VITAL	227,927
HOUGHTO-CLEAN and Design	222,255
HOUGHTON'S LIQUID HEAT and Design	183,195
HOUGHTON'S DRAW TEMP and Design	183,194
HYDROLUBRIC and Design	146,255
COSMOLUBRIC and Design	146,254
RUST VETO and Design	132,171
THE HOUGHTON LINE and Design	124,386
SOLCUT and Design	108,250

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